

Swain, J

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

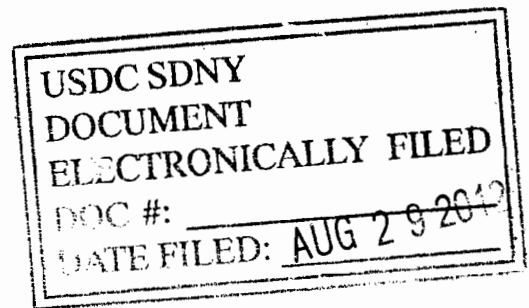
FEDERAL DEPOSIT INSURANCE  
CORPORATION AS RECEIVER FOR  
CITIZENS NATIONAL BANK and  
STRATEGIC CAPITAL BANK,

Plaintiff,

v.

BEAR STEARNS ASSET BACKED  
SECURITIES I LLC; THE BEAR  
STEARNS COMPANIES LLC.; J.P.  
MORGAN SECURITIES LLC.; CITICORP  
MORTGAGE SECURITIES, INC.;  
CITIMORTGAGE, INC.; CITIGROUP  
GLOBAL MARKETS INC.; CREDIT  
SUISSE FIRST BOSTON MORTGAGE  
SECURITIES CORP.; CREDIT SUISSE  
MANAGEMENT LLC; CREDIT SUISSE  
SECURITIES (USA) LLC; MERRILL  
LYNCH MORTGAGE INVESTORS, INC.;  
MERRILL LYNCH MORTGAGE  
CAPITAL INC.; MERRILL LYNCH,  
PIERCE, FENNER & SMITH INC.; ALLY  
SECURITIES, LLC; DEUTSCHE BANK  
SECURITIES INC.; HSBC SECURITIES  
(USA) INC.; RBS SECURITIES INC.; and  
UBS SECURITIES LLC,

Defendants.



No. 12 Civ. 4000 (LTS) (MHD)

**STIPULATION AND ~~ORDER~~  
ORDER ESTABLISHING DEADLINE  
FOR FILING AN AMENDED  
COMPLAINT AND ESTABLISHING A  
BRIEFING SCHEDULE**

WHEREAS on May 18, 2012, plaintiff, the Federal Deposit Insurance Corporation as Receiver for Citizens National Bank and as Receiver for Strategic Capital Bank (FDIC) filed a Complaint asserting claims against defendants Bear Stearns Asset Backed Securities I LLC; the Bear Stearns Companies LLC; J.P. Morgan Securities LLC.; Citigroup Mortgage Securities, Inc.; CitiMortgage, Inc.; Citigroup Global Markets Inc.; Credit Suisse First Boston Mortgage Securities Corp.; Credit Suisse Management LLC; Credit Suisse Securities (USA) LLC; Merrill Lynch Mortgage Investors, Inc.; Merrill Lynch Mortgage Capital Inc.; Merrill Lynch Pierce,

Fenner & Smith Inc.; Ally Securities, LLC; Deutsche Bank Securities Inc.; HSBC Securities (USA) Inc.; RBS Securities Inc.; and UBS Securities LLC (**Defendants**) in the above-captioned matter;

WHEREAS on July 30, 2012, Defendants moved to dismiss the Complaint;

WHEREAS the FDIC is considering whether to amend its Complaint in response to the Defendants' motion;

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned counsel for the parties that:

1. The FDIC will advise the Court and the Defendants no later than September 28, 2012 whether it intends to amend the Complaint in response to the Defendants' pending motion to dismiss.
2. If the FDIC determines that it will amend the Complaint, it shall file and serve the Amended Complaint no later than 14 days after the date on which it informs the Court and the Defendants of its intention to amend.
3. If the FDIC amends its Complaint, the Defendants shall have 45 days after the Amended Complaint is served to move, answer or otherwise respond to the Amended Complaint. If any motions to dismiss are filed, Defendants will use good faith efforts to file one omnibus brief on any common issues in support of any motions to dismiss. Defendants also reserve the right to file briefs in support of any motions to dismiss to address any individual issues. The total number of pages of all briefs filed by Defendants shall not exceed 60 pages. Each group of affiliated Defendants (that is, Defendants that shared a common corporate parent at the time of issuance of the certificates at issue) shall be entitled to file only one brief on individual issues pursuant to this paragraph.


4. If the Defendants move to dismiss the Amended Complaint in whole or in part, the FDIC shall have <sup>30 LTS</sup> ~~14~~ days after the motion to dismiss is served to submit its opposition or other response to the motion. The FDIC may file one or more briefs in opposition to the Defendants' motions to dismiss, and the total number of pages of the FDIC's opposition shall not exceed 60 pages.

5. The Defendants shall have <sup>14</sup> ~~14~~ days after the FDIC's response to the Motion to Dismiss is served to reply to that response. Defendants may file one or more reply briefs, and the total number of pages shall not exceed 35 pages.

6. By entering into this stipulation neither the FDIC nor the Defendants waive, and each specifically reserves, all rights, claims and defenses.


Dated: New York, New York  
August 24, 2012

**GRAIS & ELLSWORTH LLP**

By:   
David J. Grais (dgrais@graisellsworth.com)  
Mark B. Holton  
(mholton@graisellsworth.com)  
Leanne M. Wilson  
(lwilson@graisellsworth.com)  
1211 Avenue of the Americas  
New York, New York 10036  
Phone: (212) 755-0100  
Fax: (212) 755-0052

*Attorneys for Plaintiff*

**SIMPSON THACHER & BARTLETT LLP**

By:   
Thomas E. Rice (TRice@stblaw.com)  
David J. Woll (DWoll@stblaw.com)  
Andrew T. Frankel (AFrankel@stblaw.com)  
425 Lexington Avenue  
New York, New York 10017  
Phone: (212) 455-2000  
Fax: (212) 455-2502

*Attorneys for Defendants Bear Stearns Asset  
Backed Securities I LLC, The Bear Stearns  
Companies LLC, J.P. Morgan Securities LLC,  
Deutsche Bank Securities Inc., RBS Securities  
Inc., and UBS Securities LLC*

**CRAVATH, SWAINE & MOORE LLP**

By: Richard Clary /IR  
Richard W. Clary (rclary@cravath.com)  
Julie A. North (jnorth@cravath.com)  
Michael T. Reynolds  
(mreynolds@cravath.com)  
825 Eighth Avenue  
New York, New York 10019  
Phone: (212) 474-1000  
Fax: (212) 474-3700

*Attorneys for Credit Suisse Securities (USA) LLC, Credit Suisse First Boston Mortgage Securities Corp., and Credit Suisse Management LLC*

**PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP**

By: Brad Karp /IR  
Brad S. Karp (bkarp@paulweiss.com)  
Susanna M. Buergerl  
(sbuergerl@paulweiss.com)  
1285 Avenue of the Americas  
New York, New York 10019-6064  
Phone: (212) 373-3000  
Fax: (212) 757-3990

*Attorneys for Defendants Citicorp Mortgage Securities Inc., CitiMortgage Inc., and Citigroup Global Markets Inc.*

**MAYER BROWN LLP**

By: Michael Ware /IR  
Michael O. Ware (mware@mayerbrown.com)  
S. Christopher Provenzano  
(cprovenzano@mayerbrown.com)  
1675 Broadway  
New York, New York 10019  
Phone: (212) 506-2500  
Fax: (212) 262-1910

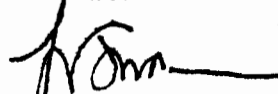
*Attorneys for Defendants HSBC Securities (USA) Inc. and Ally Securities, LLC*

**MUNGER, TOLLES & OLSON LLP**

By: Marc Dworsky /IR  
Marc T.G. Dworsky  
(marc.dworsky@mto.com)  
355 South Grand Avenue, 35th Floor  
Los Angeles, California 90071-1560  
Phone: (213) 683-9100  
Fax: (213) 687-3702

*Attorney for Merrill Lynch Mortgage Investors, Inc., Merrill Lynch Mortgage Capital, Inc., and Merrill Lynch, Pierce, Fenner & Smith Inc.*

SO ORDERED:

  
U.S.D.J.

08/28/12

